

RECORDATION NO. 12778-^D
FILED

JAN 09 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 9, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of January 8, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement No. 2 previously filed with the Commission under Recordation Number 12778.

The name and address of the party to the enclosed document are:

Vendor:	The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company) One Wall Street New York, NY 10005
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Anne K. Quinlan, Esquire
January 9, 2008
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A description of the railroad equipment covered by the enclosed document is:

40 cars: DCLX 2000 - DCLX 2038, and DCLX 2040.

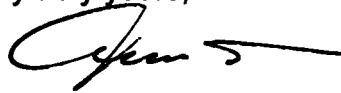
A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

**PARTIAL TERMINATION AND RELEASE
OF SECURITY INTERESTS**

RECORDATION NO.

12778-15
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WITNESSETH

SURFACE TRANSPORTATION BOARD

WHEREAS, by Conditional Sale Agreement No. 2, dated as of December 15, 1980 (the "CSA"), Procor Limited ("Procor") agreed to construct and sell to Connecticut Bank and Trust Company ("Connecticut Bank"), certain railroad equipment including the forty ethylene oxide cars DCLX 2000 through DCLX 2038 and DCLX 2040 (the term "Equipment" refers to ethylene oxide cars DCLX 2000 through DCLX 2038 and DCLX 2040 only);

WHEREAS, by Agreement and Assignment, dated as of December 15, 1980 (the "Assignment") Procor assigned its interests as Vendor in the CSA to Mercantile-Safe Deposit and Trust Company acting as Vendor on behalf of certain investors ("Mercantile");

WHEREAS, by Amendment Agreement No. 1, dated as of July 24, 1981 (the "Amendment"), among Connecticut Bank, Mercantile, and the Dow Chemical Company, the CSA equipment schedule was amended to include, inter alia, the Equipment.

WHEREAS the CSA and the Assignment were filed and recorded with the Interstate Commerce Commission on January 19, 1981, at 11:40 a.m. and were assigned Recordation Numbers 12778 and 12778-A respectively, and the Amendment was filed and recorded with the Interstate Commerce Commission on September 28, 1981 at 12:20 p.m. and was assigned Recordation Number 12778-B.

WHEREAS, The Bank of New York ("BNY") has succeeded to the interests of Mercantile as Vendor under the CSA;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Amendment;

NOW, THEREFORE, in consideration of the premises, it is agreed:

BNY as Vendor does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA indebtedness and other obligations under the CSA, the Assignment, and the Agreement as to the Equipment; and (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto.

This Partial Release is executed to release the Equipment from the CSA and nothing herein shall be deemed to discharge, terminate or release any other rights which BNY as Vendor may have under the CSA.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, hereto has executed this Instrument as of the 08 day of JANUARY, 2008.

The Bank of New York as Vendor

By: Franca Ferrera

Name: Franca Ferrera

Title: Assistant Vice President

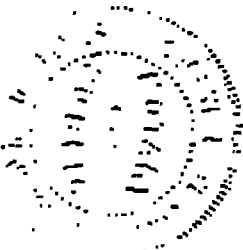
STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On this 8th day of JANUARY, 2008 before me personally appear FRANCA FERRERA, to me personally known, who, being by me duly sworn, says that he/she is a ASSISTANT VICE PRESIDENT of THE BANK OF NEW YORK, that the foregoing instrument was signed on behalf of said corporation with due authority and acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Cheryl L. Clarke
NOTARY PUBLIC

My commission expires:


CHERYL L. CLARKE
Notary Public, State of New York
No. 01CL5057121
Qualified in New York County
Certificate Filed in New York County
Commission Expires May 11, 2010



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/9/08



Robert W. Alvord